

BINGHAM



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2009 FEB 11 P 3: 38

February 5, 2009

AZ CORP COMMISSION  
DOCKET CONTROL

**VIA OVERNIGHT DELIVERY**

Brian C. McNeil, Executive Secretary  
Utilities Division  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, AZ 85007-2927

Re:

T-04229A-06-0767

**NOTICE OF NON-CONSUMMATION**

**Docket No. T-20473A-06-0767 - First Communications, LLC, and Gores FC Holdings, LLC Notification of Transfer of Control**

Dear Mr. McNeil:

This letter hereby notifies the Commission that two transactions will not be consummated as previously planned. Specifically:

1. First Communications, LLC ("FCL"), Globalcom, Inc. ("Globalcom") and Renaissance Acquisition Corp. ("RAC") filed a letter on September 23, 2008 to notify the Commission about a transfer control of FCL and Globalcom to RAC. On behalf of FCL, Globalcom and RAC, we hereby notify the Commission that they have determined not to proceed with the proposed transaction.
2. FCL and Gores FC Holdings, LLC ("Gores FC") filed a letter on July 20, 2007 to notify the Commission about a transaction whereby Gores FC would obtain *de facto* control of First Communications, Inc., the parent of FCL. On behalf of FCL and Gores FC, we hereby notify the Commission that although Gores FC did obtain the non-controlling interest of 13.01% in FCI as described in the letter filed with the Commission, they have determined not to complete the transfer of control transaction at this time. To the extent that they intend to do so in the future, they will notify the Commission at that time.

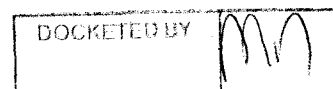
An original and fifteen (15) copies of this letter are enclosed for filing. Please date-stamp the enclosed the extra copy of this letter and return it in the attached self-addressed,

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Arizona Corporation Commission  
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Brian C. McNeil, Executive Secretary  
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stamped envelope provided. Please direct any questions to Danielle Burt at (202) 373-6039.

Respectfully submitted,

*Danielle Burt* /meb

Jean L. Kiddoo  
Danielle Burt